



The relief described hereinbelow is **SO ORDERED**.

Signed September 29, 2021.



Ronald B. King
Chief United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
WACO DIVISION

IN RE:	§	CHAPTER 11
	§	
DARYL GREG SMITH and,	§	CASE NO. 21-60162-RBK-11
CANADIAN RIVER RANCH, LLC	§	CASE NO. 21-60163-RBK-11
	§	Jointly Administered Under
	§	Case No. 21-60162-rbk
Debtors.	§	

**ORDER APPROVING APPLICATION TO APPROVE RETENTION AND
EMPLOYMENT OF KEEN-SUMMIT CAPITAL PARTNERS LLC, LAND DOCTORS,
INC., AND RANCH MASTERS AS REAL ESTATE BROKERS FOR THE TRUSTEE**

CAME ON FOR CONSIDERATION, the *Trustee's Application to Approve Retention and Employment of Keen-Summit Capital Partners LLC, Land Doctors, Inc., and Ranch Masters as Real Estate Brokers for the Trustee* (the "**Application**")¹ filed by the Trustee in the Chapter 11 Cases, seeking an order (i) authorizing the retention and employment of Keen-Summit, Land Doctors, and Ranch Masters as real estate brokers to the Trustee in accordance with the terms and conditions set forth in Retention Agreement with respect to the Property, (ii) approving the terms

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

and conditions under which the Brokers will be retained and compensated as set forth in the Retention Agreement, (iii) waiving certain reporting requirements of Bankruptcy Rule 2016 and Local Rule 2016, and (iv) granting such other and further relief as the Court deems just and proper; having considered the Application, this Court finding that (A) the Brokers (i) do not hold or represent an interest adverse to the estates and (ii) are each a “disinterested person”, (B) the Application and declarations in support are in full compliance with all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, and Local Rules, and (C) the relief requested in the Application is in the best interests of the Debtors’ estates; and this court having jurisdiction over the matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this District is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and it appearing that no other or further notice of the Application is required; and the Debtors having filed an objection to the Application at Docket No. 183 (the “**Objection**”); and the Court having held a hearing on the Application on September 22, 2021; and the Court having sustained the Objection in part; it is hereby

ORDERED that the *Order Approving Application to Approve Retention and Employment of Keen-Summit Capital Partners LLC, Land Doctors, Inc., and Ranch Masters as Real Estate Brokers for the Trustee* entered at Docket No. 156 is superseded by this Order; and it is further

ORDERED that the Application is APPROVED, as set forth herein; and it is further

ORDERED that the Trustee is authorized to retain and employ Land Doctors, Inc. and Keen-Summit Capital Partners LLC (together, the “**Brokers**”) as real estate brokers, effective as

of the date of the Retention Agreement, pursuant to the terms of the Retention Agreement, as modified by this Order, and Section 328(a) of the Bankruptcy Code; and it is further

ORDERED that the terms and conditions of the Retention Agreement are approved in all respects, as modified by this Order, and the Brokers and Trustee have full authority to do that which is necessary to effectuate all terms and conditions of the Retention Agreement; and it is further

ORDERED that the Brokers shall be compensated for their services and reimbursed for their expenses as set forth in the Retention Agreement; *provided, however*, the Transaction Fee set forth in the Retention Agreement shall be modified as follows:

- A. Transaction Fee. As and when the Owners close a Transaction, whether such Transaction is completed individually or as part of a package or as part of a sale of all or a portion of the Property or as part of a plan of reorganization or otherwise, then Land Doctors and Keen-Summit shall have earned compensation for each such Transaction equal to:
 - 1. Land Doctors and Keen-Summit shall each receive two percent (2.0%) of the Gross Proceeds from the Transaction(s).
 - 2. If a broker (including, but not limited to, Ranch Masters) other than the Brokers procures the buyer, then Land Doctors and Keen-Summit shall each receive one and a half percent (1.5%) of the Gross Proceeds from the Transaction(s) and the procuring broker representing such buyer shall be entitled to one percent (1.0%) of the Gross Proceeds from the Transaction.
- B. Maximum Transaction Fee. For the avoidance of doubt, in no circumstances shall the total Transaction Fee exceed 4.0% of Gross Proceeds.

ORDERED that the Brokers' compensation under the Retention Agreement shall be subject to the standard of review of section 328(a) of the Bankruptcy Code and not any other standard, including that provided in section 330 of the Bankruptcy Code; and it is further

ORDERED that the information requirements of Bankruptcy Rule 2016 and Local Rule 2016 are waived and that the Brokers shall not be required to keep or submit time records; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this order and neither the Trustee or Brokers shall be required to seek authorization from any other jurisdiction with respect to the relief granted by this order.

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Prepared and submitted by:

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